

**Exhibit A**

**Schedule of Retained Causes of Action**

### **Schedule of Retained Causes of Action**

Pursuant to the *Second Amended Joint Chapter 11 Plan* [ECF # 205], filed on April 22, 2021 (as may be further amended, the “Plan”),<sup>1</sup> the Liquidating Trust is being established as a grantor trust for the purpose of liquidating and distributing the Liquidating Trust Assets to the Liquidating Trust Beneficiaries in accordance with the Plan. Liquidating Trust Assets is defined in the Plan to include: (i) the Single Share; (ii) all Retained Causes of Action, including Avoidance Actions, and the proceeds thereof (other than the Apache Claims); (iii) the Liquidating Trust Cash Reserve; (iv) the Liquidating Trust Talos Shares; (v) the 2017 Chapter 11 Unsecured Creditor Reserve and all rights, including any residual rights to proceeds, relating thereto; and (vi) all other Assets of the Debtors other than the Secured Cash Amount and the Abandoned Assets.

Unless a Retained Cause of Action is expressly waived, relinquished, released, compromised or settled in the Plan or any Final Order, the Debtors expressly reserve such Cause of Action (including any counterclaims) for later adjudication by the Liquidating Trustee on behalf of the Liquidating Trust. Therefore, no preclusion doctrine, including the doctrines of res judicata, collateral estoppel, issue preclusion, claim preclusion, waiver, estoppel (judicial, equitable or otherwise) or laches shall apply to such Retained Causes of Action (including counterclaims) on or after the Confirmation Date. All Retained Causes of Action shall be preserved for the benefit of the Reorganized Debtors, collectively and individually, and the Liquidating Trust, as appropriate, whether or not brought by the Debtor(s) prior to the Effective Date of the Plan.

Notwithstanding the foregoing paragraphs, and without limiting the generality of Article VII section H of the Plan, Retained Causes of Action include Causes of Action related to: (i) insurance policies; (ii) tax credits and refunds; (iii) litigation and possible litigation; (iv) Avoidance Actions; (v) confidentiality agreements; (vi) accounts receivable and accounts payable; (vii) contracts and leases; (viii) current or former employee matters; (ix) deposits, adequate assurance postings, and other collateral postings; (x) vendor obligations; (xi) intellectual property; (xii) customer obligations; and (xiii) environmental matters. Accordingly, unless otherwise agreed among the Debtors, the Committee, and the Prepetition Agent, the following shall constitute Retained Causes of Action under the Plan:

#### **1. Causes of Action Related to Insurance Policies**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action based in whole or in part upon any and all insurance contracts and insurance policies to which any Debtor is (or was) a party or pursuant to which the Debtors have any rights whatsoever, including Causes of Action against insurance carriers, reinsurance carriers, insurance brokers, third party administrators, underwriters, or surety bond insurers relating to coverage, indemnity, contribution, reimbursement, or any other matter. Without limiting the foregoing, but subject to any releases contained within the Plan, such Retained Causes of Action shall expressly include any actions, claims and demands relating to or brought against Starr Indemnity & Liability Company under Insurance Policy #1000620769201, XL Specialty Insurance Company under Insurance Policy #ELU166511-20, XL Specialty Insurance Company under Insurance Policy #ELU166512-20, and Axis Insurance Company under Insurance Policy #P-001-000327076-01.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

## 2. Causes of Action Related to Tax Credits and Refunds

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all taxing authorities that owe or may in the future owe money to the Debtors. Furthermore, Retained Causes of Action shall include all Causes of Action against or related to all taxing authorities who assert or may assert that the Debtors owe money to them.

## 3. Causes of Action Related to Litigation and Possible Litigation

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all Entities that are party to or that may in the future become party to litigation, arbitration, or any other type of adversarial proceeding or dispute resolution proceeding, whether formal or informal, judicial or non-judicial, regardless of whether such entity is included on the schedule below.

The following schedule includes entities, affiliates, subsidiaries, successors and assigns, that are party to or that the Debtors believe may become party to litigation or arbitration, or any other type of adversarial proceeding or dispute resolution proceeding, whether formal or informal, judicial or non-judicial. **No entity may rely on its omission from the below schedule or herein as any indication that the Liquidating Trust will not pursue any and all available Causes of Action against it.**

Counter-Party Name	Address	Description of Proceeding
Apache Corporation	John Melko Foley and Lardner LLP 100 Louisiana St Suite 2000 Houston, TX 77002	All claims or causes of action arising from or related to that certain litigation styled <i>Apache Corporation v. Castex Offshore, Inc., et al.</i> ; in the 133 <sup>rd</sup> District Court of Harris County, Texas bearing Cause No. 2015-48580.
	Jennifer Bruch Hogan jhogan@hoganfirm.com Hogan & Hogan 711 Louisiana St., Suite 500 Houston, Texas 77002	
	Roger D. Townsend rtownsend@cokinoslaw.com Cokinos   Young 1221 Lamar, 16th Floor Houston, Texas 77010	
	Adam P. Schiffer aschiffer@shjlawfirm.com Marc S. Tabolsky mtabolsky@shjlawfirm.com Matthew W. Davis mdavis@shjlawfirm.com Schiffer Hicks Johnson, PLLC 700 Louisiana Street, Suite 2650 Houston, Texas 77002	

	Murray Fogler mfogler@fbfog.com Fogler, Brar, O'Neil & Gray, LLP 2 Houston Center 909 Fannin Street, Suite 1640 Houston, Texas 77002	
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#### **4. Causes of Action Related to Avoidance Actions**

Unless otherwise released by the Plan or Final Order, Retained Causes of Action shall include, but are not limited to, all Causes of Action in which property is recoverable under sections 542, 543, 550, or 553 of the Bankruptcy Code, and/or a transfer is avoidable under sections 544, 545, 547, 548, 549, or 724(a) of the Bankruptcy Code. Such Causes of Action, specifically include, but are not limited to, any and all potential 11 U.S.C. § 547 preference claims related to transfers made within the 90 days before the filing of the Chapter 11 Cases on account of an antecedent debt owed by the respective Debtor as identified by the Debtors in their respective Statement of Financial Affairs in response to Question 3 (*See* ECF ## 98-101).<sup>2</sup> Further, such Causes of Action specifically include, but are not limited to, any and all potential 11 U.S.C. § 547 insider preference claims related to transfers to an insider made between the 90 days and one year before the filing of the Chapter 11 Cases on account of an antecedent debt owed by the respective Debtor as identified by the Debtors in their respective Statement of Financial Affairs in response to Question 4 (*See* ECF ## 98-101). Further, such Causes of Action specifically include, but are not limited to, any and all potential fraudulent transfer claims as may be asserted under either 11 U.S.C. § 548 or 11 U.S.C. § 544 and the applicable state law fraudulent transfer statute to transfers made within the applicable lookback time period applicable to the particular fraudulent transfer statute, including any and all transfers identified by the Debtors in their respective Statement of Financial Affairs (specifically including all transfers previously identified in this paragraph) and any transfers made to insiders. **No entity may rely on its omission from the Debtors' respective Statement of Financial Affairs or herein as any indication that the Liquidating Trust will not pursue any and all available Causes of Action against it.**

#### **5. Causes of Action Related to Confidentiality Agreements**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all entities that are party to any confidentiality agreements with any or all of the Debtors

#### **6. Causes of Action Related to Accounts Receivable and Accounts Payable**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all entities that owe or that may in the future owe money to the Debtors. Furthermore, Retained Causes of Action shall include all Causes of Action against or related to all Entities who assert or may assert that the Debtors owe money to them.

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<sup>2</sup> Reference to documents in the record of the Chapter 11 Cases shall mean that such documents referenced are incorporated herein as if copied *in extenso*.

## **7. Causes of Action Related to Contracts and Leases**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action, based in whole or in part upon any and all contracts and leases to which any Debtor is or was a party or pursuant to which a Debtor has any rights whatsoever. The Retained Causes of Action include, without limitation, Causes of Action against vendors, suppliers of goods or services, or any other parties: (a) for overpayments, back charges, duplicate payments, improper holdbacks, deposits, warranties, guarantees, indemnities, recoupment, or setoff; (b) for wrongful or improper termination, suspension of services or supply of goods, or failure to meet other contractual or regulatory obligations; (c) for failure to fully perform or to condition performance on additional requirements under contracts with any Debtor before the assumption or rejection, if applicable, of such contracts; (d) for payments, deposits, holdbacks, reserves, or other amounts owed by any creditor, utility, supplier, vendor, insurer, surety, factor, lender, bondholder, lessor, or other party; (e) for any liens, including mechanic's, artisan's, materialmen's, possessory, or statutory liens held by any Debtor; (f) counterclaims and defenses related to any contractual obligations; (g) any turnover actions arising under section 542 or 543 of the Bankruptcy Code; (h) for unfair competition, interference with contract or potential business advantage, breach of contract, infringement of intellectual property, or any business tort claims; and (i) any accumulated service credits, both those that may apply to future vendor invoices and those from which any Debtor may be entitled to receive a refund.

## **8. Causes of Action Related to Current or Former Employee Matters**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all current or former employees that are party to or that may in the future become party to any workers' compensation claims or actions, litigation, arbitration, or any other type of adversarial proceeding or dispute resolution proceeding, whether formal or informal, judicial or non-judicial.

## **9. Causes of Action Related to Current or Former Insiders and/or Related Entities**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all current or former insiders (including directors and/or officers) and/or related entities, including claims or actions, litigation, arbitration, or any other type of adversarial proceeding or dispute resolution proceeding, whether formal or informal, judicial or non-judicial.<sup>3</sup> Such Causes of Action, specifically include, but are not limited to, (i) any claims against such parties for mismanagement and/or the breach of any fiduciary duty arising under applicable law, including without limitation, the duties of loyalty and care; and (ii) any and all potential claims related to transfers made within the four year period before the filing of the Chapter 11 Cases, specifically including those transfers identified by the Debtors in their respective Statement of Financial Affairs in response to Question 3 and Question 4 (*See* ECF ## 98-101).

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<sup>3</sup> Such former insiders include, without limitation but subject to releases contained in the Plan: John Stoika, Johnathan Wilson, Aaron Killian, Ashley Green, Gregory L. Miller, Richard Sherrill, David Alexander, Daniel Gillett

**10. Causes of Action Related to Deposits, Adequate Assurance Postings, and Other Collateral Postings**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action based in whole or in part upon any and all postings of a security deposit, adequate assurance payment, or any other type of deposit or collateral.

**11. Causes of Action Related to Vendor Obligations**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all vendors that owe or may in the future owe money or other obligations to the Debtors, whether for unpaid invoices; unreturned, missing, or damaged inventory; indemnification; warranties; any turnover actions arising under section 542 or 543 of the Bankruptcy Code; or any other matter whatsoever.

**12. Causes of Action Related to Intellectual Property**

Unless otherwise released by the Plan, Retained Causes of Action shall include any Causes of Action for unfair competition, licensing or licensing agreements, interference with contract or potential business advantage, conversion, infringement of intellectual property, or other business tort claims.

**13. Causes of Action Related to Customer Obligations**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all customers that owe or may in the future owe money to the Debtors, whether for unpaid invoices; unreturned, missing, or damaged inventory, warranties, or any other matter whatsoever.

**14. Causes of Action Related to Environmental Matters**

Unless otherwise released by the Plan, Retained Causes of Action shall include all Causes of Action against or related to all entities or potentially responsible parties that owe or that may in the future owe money to the Debtors in connection with any environmental matters. Furthermore, Retained Causes of Action shall include all Causes of Action against or related to all entities or potentially responsible parties who assert or may assert that the Debtors owe money to them in connection with any environmental matters.